

Exhibit 4

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF MISSOURI
WESTERN DIVISION**

MICHAEL P. AND SHELLIE GILMOR,

Plaintiffs,

v.

**PREFERRED CREDIT CORPORATION,
et al.,**

Defendants.

Case No. 4:10-CV-00189-ODS

DECLARATION OF SUSAN KELSEY

I, Susan Kelsey, being of lawful age do hereby swear and affirm as follows:

1. I am a former attorney in the Legal Department of Countrywide Home Loans, Inc. ("Countrywide"), as well as Countrywide's parent, Bank of America. I submit this Declaration in support of Countrywide's Motion for Reconsideration in the above-referenced action, and I have reviewed the Missouri Fee Chart at issue in this case. If called as a witness, I could and would testify to the following facts based on my personal knowledge.

2. The lawyers in Countrywide's Legal Department provided legal advice to the company's business units.

3. Among the topics on which the Legal Department provided legal advice was compliance with various federal and state laws regarding permissible loan charges in connection with originating loans.

4. To provide such advice, lawyers in the Legal Department reviewed the requirements of the state laws and consulted with outside counsel. Countrywide's lawyers then created loan origination fee charts which reflected their legal advice.

5. The purpose of creating these fee charts was for the attorneys in Countrywide's Legal Department to advise Countrywide loan origination and origination compliance employees as to what fees could be charged in connection with the origination by Countrywide of second mortgage loans under various state laws, including Missouri law. Origination fee charts were not provided to loan servicing personnel. No one involved in servicing loans for Countrywide – including loans originated by third parties – was to have had access to the origination fee charts, including any separate fee chart addressing only Missouri fees (the “Missouri Fee Chart”).

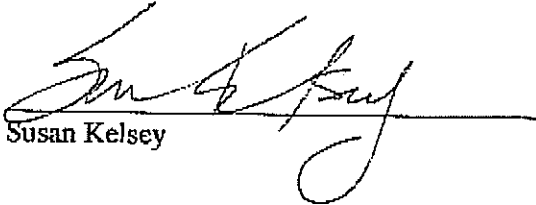
6. It is my understanding that the Court has indicated in an Order issued March 31, 2011 that Countrywide's attorneys prepared a legal memorandum about the law to create the Missouri Fee Chart. As noted above, that is not how Countrywide's lawyers prepared fee charts about state law requirements. No legal memorandum was prepared by the Legal Department and sent to Countrywide personnel. Rather, the Legal Department prepared the fee charts containing counsel's legal advice about the law in Missouri and other states, and then transmitted them to Countrywide employees managing second loan originations and origination compliance functions.

7. I have also been informed that the Court stated in its March 31 Order that even if the Missouri Fee Chart was privileged, Countrywide waived the privilege because the chart “is included in loan files that are subsequently sold and disclosed to third parties.”

8. Countrywide considered all of the legal advice provided by its lawyers to its employees as privileged and intended to be kept confidential. Thus, Countrywide did not intend for the Missouri Fee Chart or any other fee charts to be distributed to anyone outside of Countrywide. To the extent a copy of the Missouri Fee Chart or another fee chart was included in a loan file sold to a third party, that inclusion was inadvertent.

I declare under penalty of perjury that the foregoing is true and correct to the best of my recollection, knowledge and belief.

Dated: April 11, 2011


Susan Kelsey